

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
W.R. GRACE & CO., <u>et al.</u> ,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Objection Deadline: 1/23/06
)	Hearing Date: Scheduled if Necessary

COVER SHEET

**FOURTEENTH MONTHLY INTERIM APPLICATION OF PHILLIPS, GOLDMAN
& SPENCE, P.A. AS LOCAL COUNSEL TO DAVID T. AUSTERN, FUTURE
CLAIMANTS' REPRESENTATIVE FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD OF JULY 1, 2005 TO JULY 31, 2005**

Name of Applicant:	Phillips, Goldman & Spence, P.A. ("PG&S")
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative (the "FCR")
Date of Retention	PG&S Retention Order entered September 27, 2004
Period for which Compensation is Sought:	July 1, 2005 through July 31, 2005
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$13,174.50
80% of Fees to be Paid:	\$10,539.60
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$212.31
Total Fees @ 80% and Expenses:	\$10,751.91
This is an:	<u> X </u> interim <u> </u> monthly <u> </u> final application

The total time expended for fee application preparation during this time period was 4.65 hours and the corresponding fees were \$879.50 and expenses were approximately \$160.00. The time spent for this matter will be requested in subsequent monthly interim applications.

PREVIOUS APPLICATIONS

Fee Application Filing Date, Docket No	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
1 st Monthly Application 5.24.04-6.30.04 Filed 10.6.04 Dkt. No. 6549	\$5,034.50	\$0.00	Filed 10.27.04 Dkt No. 6751	\$4,027.60	\$1,006.90	\$4,027.60
1 st Quarterly Fee Application 5.24.04-6.30.04 Filed 10.27.04 Dkt No. 6752	\$5,034.50	\$0.00	Filed 11.19.04 Dkt No. 6696	N/A	\$1,006.90	1,006.90
2 nd Monthly Application 7.1.04-7.31.04 Filed 10.6.04 Dkt. No. 6550	\$2,619.00	\$852.87	Filed 11.11.04 Dkt No. 6883	\$2,095.20	\$523.80	\$2,948.07
3 rd Monthly Application 8.1.04-8.31.04 Filed 10.8.04 Dkt. 6569	\$3,110.00	\$450.36	Filed 11.11.04 Dkt No. 6884	\$2,488.00	\$622.00	\$2,938.36
4 th Monthly Application 9.1.04-9.30.04 Filed 10.28.04 Dkt No. 6783	\$5,034.50	\$419.64	Filed 11.19.04 Dkt No. 6997	\$4,107.20	\$1,026.80	\$4,526.84
2 nd Quarterly Fee Application 7.1.04-9.30.04 Filed 11.16.04 Dkt. No. 6940	\$10,863.00	\$1,722.87	Filed 3.9.05 Dkt No. 7997	N/A	\$2,187.6	N/A
5 th Monthly Application 10.1.04-10.31.02 Filed 11.29.04 Dkt. No. 7041	\$6,273.00	\$582.11	Filed 12.21.04 Dkt No. 7278	\$5,018.40	\$1,254.60	\$5,600.51
6 th Monthly Application 11.1.04-11.30.04 Filed 12.28.04 Dkt. No. 7370	\$7,128.00	\$249.55	Filed 1.28.05 Dkt No. 7643	\$5,702.40	\$1,425.60	\$5,951.95
7 th Monthly Application 12.1.04-12.31.04 Filed 1.28.05 Dkt No. 7644	\$7,245.00	\$186.54	Filed 2.28.05 Dkt No. 7917	\$5,796.00	\$1,449.00	\$5,982.54
3 rd Quarterly Fee Application 10.1.04-12.31.04 Filed 2.15.05 Dkt No. 7783	\$20,646.00	\$1,018.20	Filed 6.14.05 Dkt No. 8613	N/A	\$4,129.20	N/A

Fee Application Filing Date, Docket No	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
8 th Monthly Application 1 1 05-1 31 05 Filed 2 28 05 Dkt No. 7918	\$9,247 00	\$2,039 47	Filed 3 29 05 Dkt No. 8135	\$7,397 60	\$1,850 00	\$9,437 07
9 th Monthly Application 2 2 05-2 28 058 Filed 4 8 05 Dkt No. 8191	\$3,373 00	\$164 44	Filed 4 26 05 Dkt No. 8284	\$2,862 84	\$674 60	\$2,862 84
10 th Monthly Application 3 1 05-3 31 05 Filed 4 26 05 Dkt No. 8285	\$4,127 50	\$461 38	Filed 6 6 05 Dkt No. 8553	\$3,763 38	825 00	\$3,763 38
4 th Quarterly Application 1 1 05-3 31 05 Filed 4 29 05 Dkt No. 8303	\$16,747 50	\$2,665 29	Filed Dkt No.	N/A	\$3349 49	\$3349 49
11 th Monthly Application 4 1 05-4 30 05 Filed 6 6 05 Dkt No. 8554	\$4,910 00	\$195 51	Filed 7 26 05 Dkt No.	\$3,928 00	\$982 00	\$4,123 51
12 th Monthly Application 5 1 05-5 31 05 Filed 6 27 05 Dkt No. 8686	\$3,596 00	\$309 93	Filed 7 20 05 Dkt No. 9029	\$2,876 80	\$719 20	\$3,186 73
13 th Monthly Application 6 1 05-6 30 05 Filed 7 26 05 Dkt No. 9095	\$5,395 00	1,093 35	Filed 8 31 05 Dkt No. 9288	\$4,316 00	\$1,079 00	5,409 35
5 th Quarterly Application Filed 7 27 05 Dkt No. 9096	\$13,901 00	\$1,598 79	Filed 12 5 05 Dkt No. 11250	N/A	\$2,780 20	\$2,780 20

CURRENT COMPENSATION SUMMARY**JULY 1, 2005 THROUGH JULY 31, 2005**

Name of Professional Person	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
John C. Phillips, Jr.	Director/17 years/1974/ litigation/bankruptcy	350.00	35.45	12,407.50
Celeste A. Hartman	Sr. Paralegal/9 years/20 years prior experience	130.00	5.90	767.00
Grand Total			41.35	\$13,174.50
Blended Rate:				\$318.61

COMPENSATION BY PROJECT CATEGORY

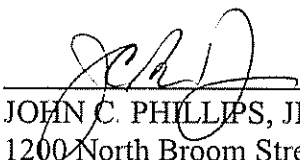
Project Category	Total Hours	Total Fees
Litigation	34.80	\$12,026.00
Fee/Employment Applications	5.35	\$992.50
Plan and Disclosure Statement	.70	\$91.00
Case Administration	.50	\$65.00
Total	41.35	\$13,174.50

EXPENSE SUMMARY

Expense Category	Service Provider	Total Expenses
In-House Reproduction (15¢ per page)	N/A	\$63.00
Postage	N/A	\$7.74
Federal Express	N/A	\$105.87
Long Distance Phone Charges	N/A	\$5.70
Document retrieval/service/copy/mail service	Parcels, Inc.	\$30.00
Total		\$212.31

The FCR was appointed effective May 24, 2004. Since his appointment, the FCR and his professionals have focused on due diligence with respect to the Debtors and events occurring in these cases over the previous three years, and on protecting the rights of the future claimants with respect to actions taken by the Debtors, the Committees and other parties in interest.

PHILLIPS, GOLDMAN & SPENCE, P.A.



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(302) 655-4210
Local Counsel to David T. Austern, as Future
Claimants' Representative

Date: January 3, 2006